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| COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 52 OF THE SME LISTING AGREEMENT |
| Name of the Company: HPC BIOSCIENCES LIMITED |
| Quarter ending on: 30.06.2014 |

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---|
| I Board of Directors | 52 I | Yes | |
| (A) Composition of Board | 52(IA) | Yes | Company has optimum combination of Executive and Non Executive Director |
| (B) Non-executive Directors' Compensation & Disclosures | 52 (IB) | Yes | Being Complied |
| (C) Other Provisions as to Board and Committees | 52 (IC) | Yes | Maximum time gap between 2 Board Meetings does not exceed 4 months. |
| D) Code of Conduct | (52 (ID) | Yes | Being Complied |
| II. Audit Committee | 52 (II) | Yes | -- |
| (A) Qualified & Independent Audit Committee | 52 (IIA) | Yes | The Chairman of Audit Committee is an Independent Director |
| (B) Meeting of Audit Committee | 52 (IIB) | Yes | Maximum Time Gap between 2 meetings does not exceed 4 months |
| (C) Powers of Audit Committee | 52 (IIC) | Yes | Being Complied |
| (D) Role of Audit Committee | 52 II(D) | Yes | Being Complied |
| (E) Review of Information by Audit Committee | 52 (IIE) | Yes | Being Complied |
| III. Subsidiary Companies | 52 (III) | N.A. | No Subsidiary. |
| IV. Disclosures | 52 (IV) | Yes | |
| (A) Basis of Related Party Transactions | 52 (IV A) | Yes | Will be disclosed in Annual Report of 2013-14 |
| (B) Disclosure of Accounting Treatment | 52 (IV B) | Yes | Will be disclosed in Annual Report of 2013-14 |
| (C) Board Disclosures | 52 (IV C) | Yes | Will be disclosed in Annual Report of 2013-14 |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 52 (IV D) | Yes | Will be disclosed in Annual Report of 2013-14 |



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| (E) Remuneration of Directors | 52 (IV E) | Yes | Will be disclosed in Annual Report of 2013-14 |
| (F) Management | 52 (IV F) | Yes | Will be disclosed in Annual Report of 2013-14 |
| (G) Shareholders | 52 (IV G) | Yes | Will be disclosed in Annual Report of 2013-14 |
| V.CEO/CFO Certification | 52 (V) | Yes | Will be disclosed in Annual Report of 2013-14 |
| VI. Report on Corporate Governance | 52 (VI) | Yes | Will be disclosed in Annual Report of 2013-14 |
| VII. Compliance | 52 (VII) | Yes | Being Complied |

For HPC Biosciences Limited

Madhu Anand
(Director)

Date: 10.07.2014
Place: New Delhi